

ISSUE  
**38**

FATHER'S PRIDE

# ULTIMATE SPIDER-MAN®



BENDIS  
BAGLEY  
THIBERT

**MARVEL®**

(c) 2010 Marvel Characters, Inc. All rights reserved.

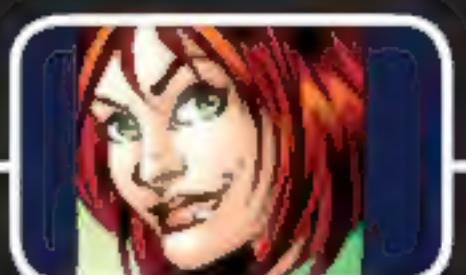
[WWW.MARVEL.COM](http://WWW.MARVEL.COM)



Peter Parker



Aunt May



Mary Jane Watson



Gwen Stacy



Flash Thompson

# S T I L L

The bite of a genetically altered Spider granted high-school student Peter Parker incredible, arachnid-like powers: Strength, agility, a spider-like sixth sense warning him of personal danger, and most amazing of all-- Peter can walk on walls. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as a web designer for the Daily Bugle tabloid, a friendship with the beautiful Mary Jane Watson, Gwen Stacy-- the girl living at his house since her father's death-- and swing time as the misunderstood, web-slinging Spider-Man.

## PREVIOUSLY IN ULTIMATE SPIDER-MAN:

Eddie explains to Peter that their fathers were working on a secret medical project called 'the suit' that would cure cancer for good- but they didn't finish it before they died in a mysterious plane crash ten years ago.

What Eddie has is the only remaining specimen of their work: a frozen mixture of the suit in progress. Peter is so wound up about the discovery that he sneaks into the lab as Spider-Man to take a sample of the suit to experiment and work on. But while he transfers the viscous black liquid a drop falls on his hand and transforms his entire body into the black suit.

At first the miraculous suit changes Peter into a black clad Spider-Man with all kinds of new organic powers. Peter enjoys the new powers and freedom with an amazing day of Spider-Man heroics, but things go horribly wrong when Peter loses control of himself almost killing a burglar.

Peter barely escapes the suit's control in an electrical storm. He ends up defeated mentally and physically, laying at his father's grave.

Peter goes back to the lab to steal the Venom mixture and destroy it, but Eddie catches him in the act. A desperate Peter Parker confesses everything to a shocked and angry Eddie. Peter destroys Venom-- Eddie has no choice but to let him. But Peter doesn't know there is a second mixture. Eddie waits til Peter leaves and touches it in a hope to reproduce the effects.

Eddie shows up at Peter's school, totally overtaken by the intensity of the Venom creation.

S t a n l e e p r e s e n t s :

# ULTIMATE SPIDER-MAN

Brian Michael Bendis story

pencils Mark Bagley

Art Thibert inks

Transparency Digital  
colors

Chris Eliopoulos  
letters

Stephanie Moore  
assistant editor

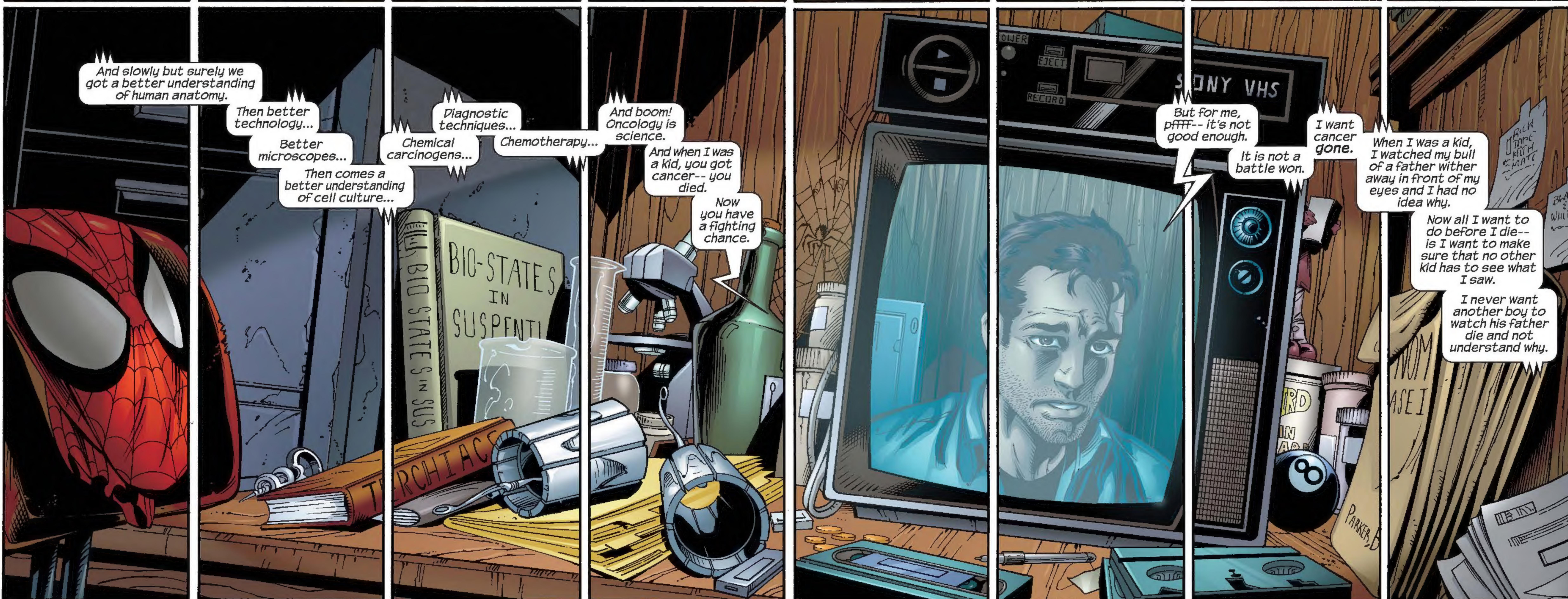
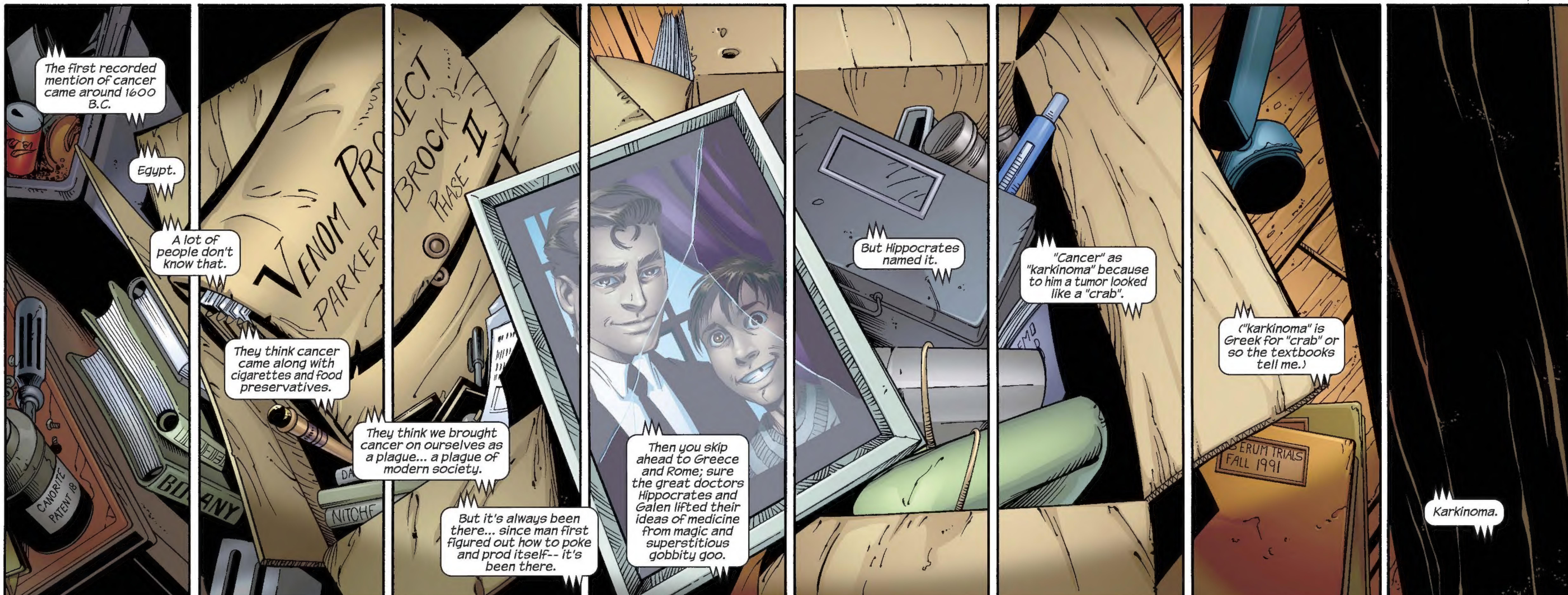
C.B. Cebulski  
associate editor

Brian Smith  
associate editor

Ralph Macchio  
editor

Joe Quesada  
editor in chief

Bill Jemas  
president & inspiration



With our invention-- the suit-- we were treading ground no one had even come near before.

Not Reed Richards. Not Tony Stark. Not William Marsden. Not Alexander Haddow.

And it blew up in our face.

Even before we drowned ourselves in the corporate cesspool of lawyers and weasels.

It failed.

I failed.

"The suit" was our shot, kiddo.

We thought we had it. We thought we cured it. On paper-- it was there.

We were thinking so outside the box, Eddie's father and I.

And it felt... good.

It didn't feel like we were failing, it felt right.

And I think by the time you'll watch this tape-- you'll know what I'm talking about when I say it felt right.

Sometimes-- even while you're in the act of trying something, you know deep down you're going to fail.

But you go ahead anyhow.

Eddie...

...please tell me you didn't do this to yourself on purpose.

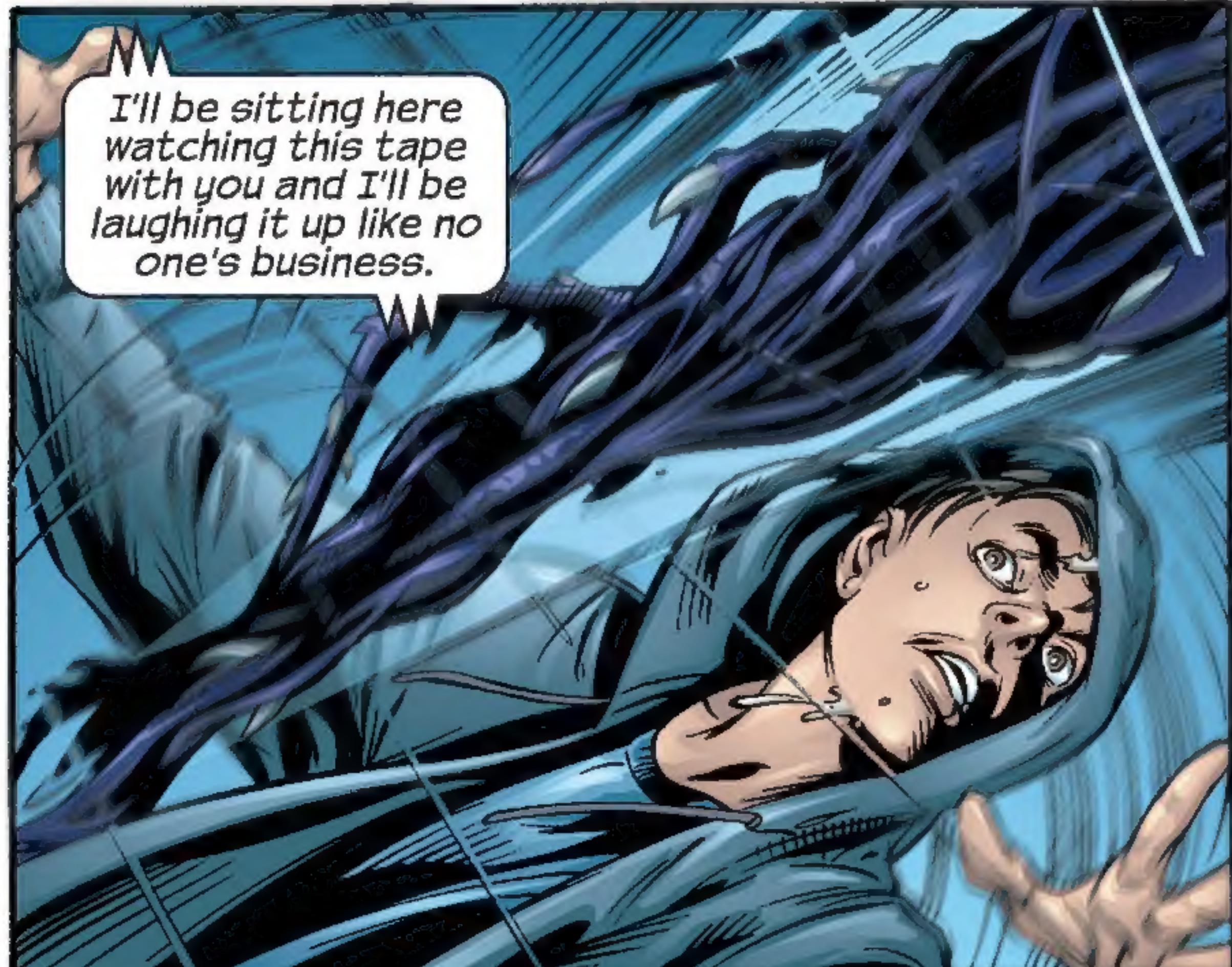


But that wasn't this.

This felt right.



I don't know-- talk to me in ten years-- maybe something good has come out of it and I'll have a different perspective.



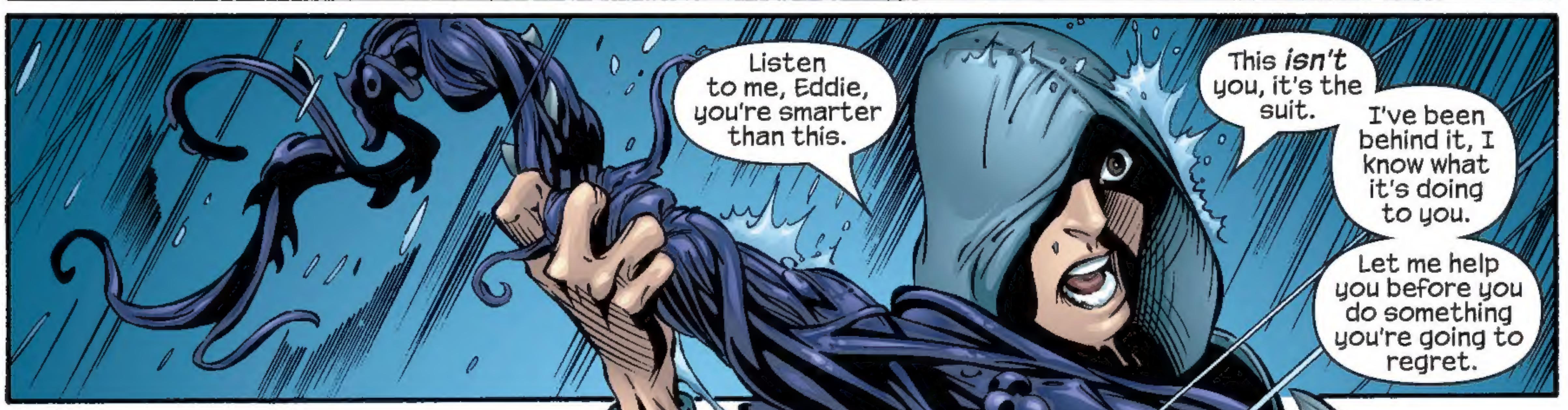
I'll be sitting here watching this tape with you and I'll be laughing it up like no one's business.



But right now, today, it stings.



Today I am sure that somewhere up in Greco/Roman heaven, the great doctors Hippocrates and Galen are looking down at me and laughing their superstitious faces off.



Listen to me, Eddie, you're smarter than this.

This isn't you, it's the suit.

I've been behind it, I know what it's doing to you.

Let me help you before you do something you're going to regret.



I gotta get outta here with this.

Now I'm fighting super-villains on school grounds? In my civilian clothes? Without my web shooters?

I gotta get Eddie off campus before somebody gets hurt.

Or before the three people left in the world who don't know I'm really Spider-Man figure it out.

Why did Eddie--  
**AAGGHHH!**

**AARRGHHH!**

Eddie, snap out of it!! Come on! You're in there!

Snap out of it!! Fight it!!

I don't want to slap you one.

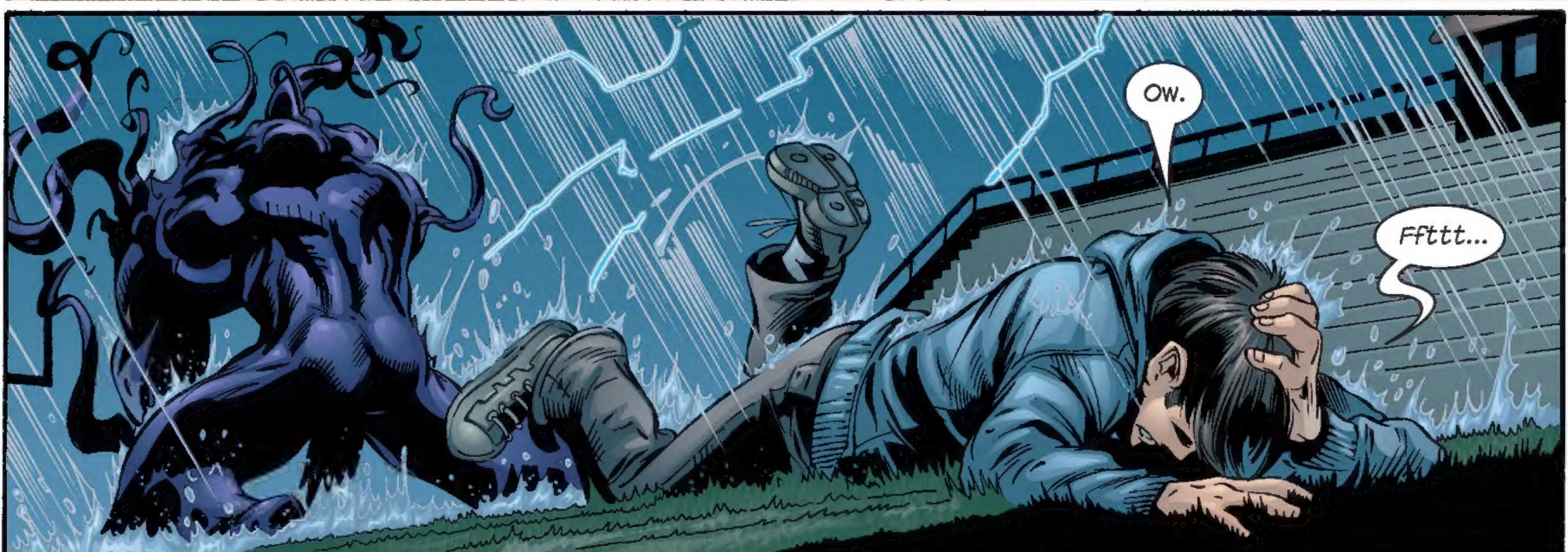
Eddie, you don't know how strong I am. Seriously.

Eddie, fight this thing!! Come on!!

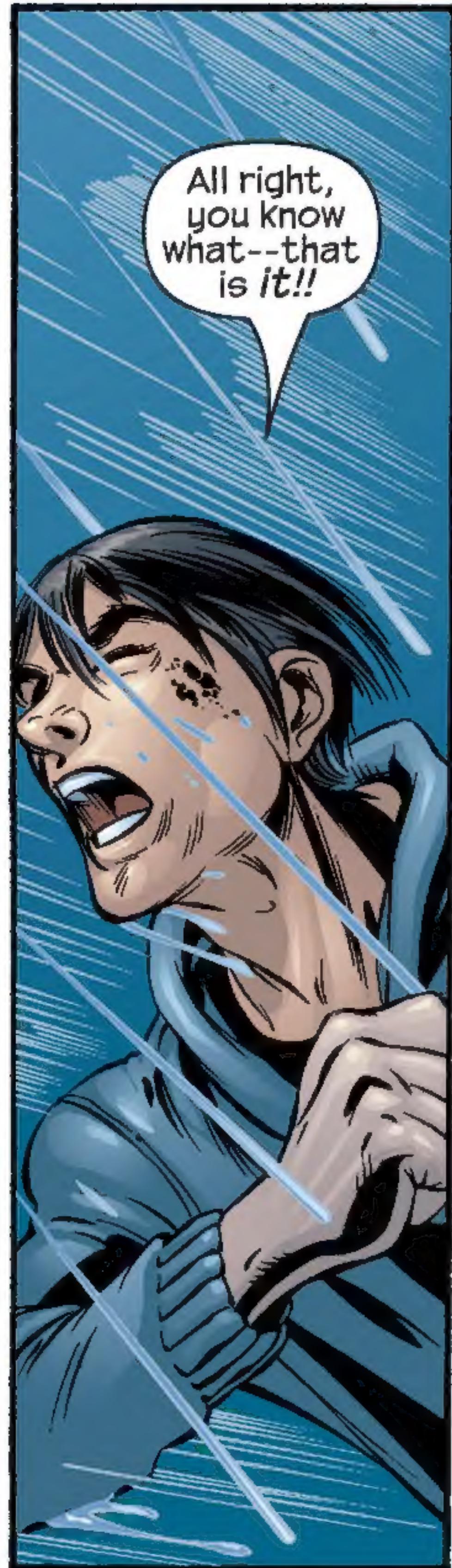
I did it, you can do it! You can!! Fight!!

WUUHYY??!!

**NYAAARRGH!!**



All right,  
you know  
what--that  
is it!!





God, look at him. Look at that.

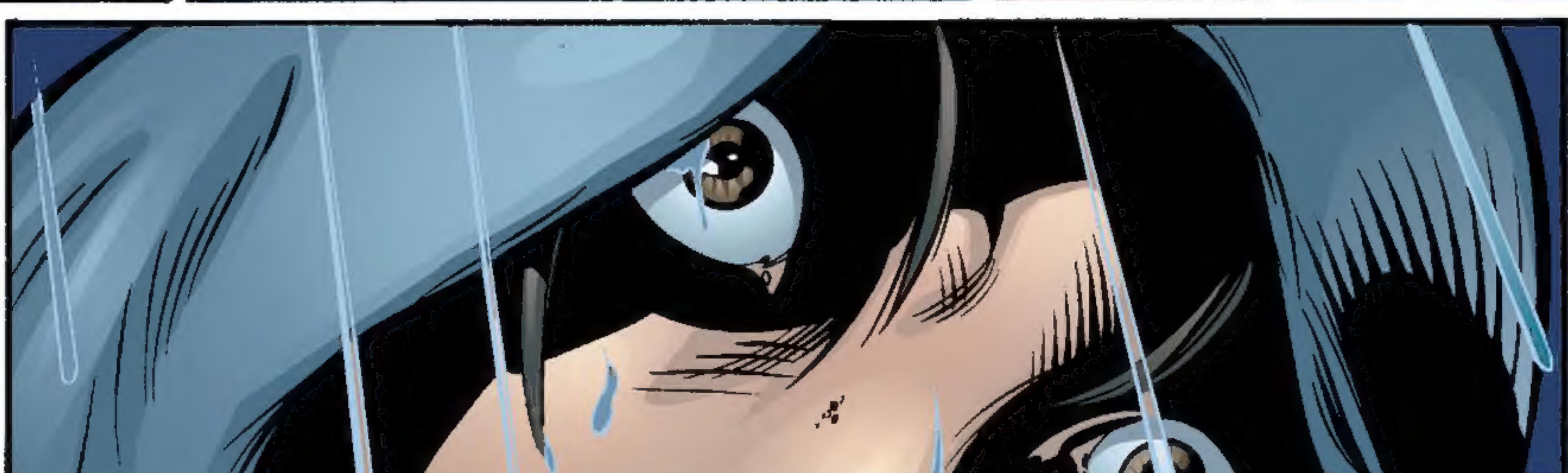
Eddie isn't in control of that.

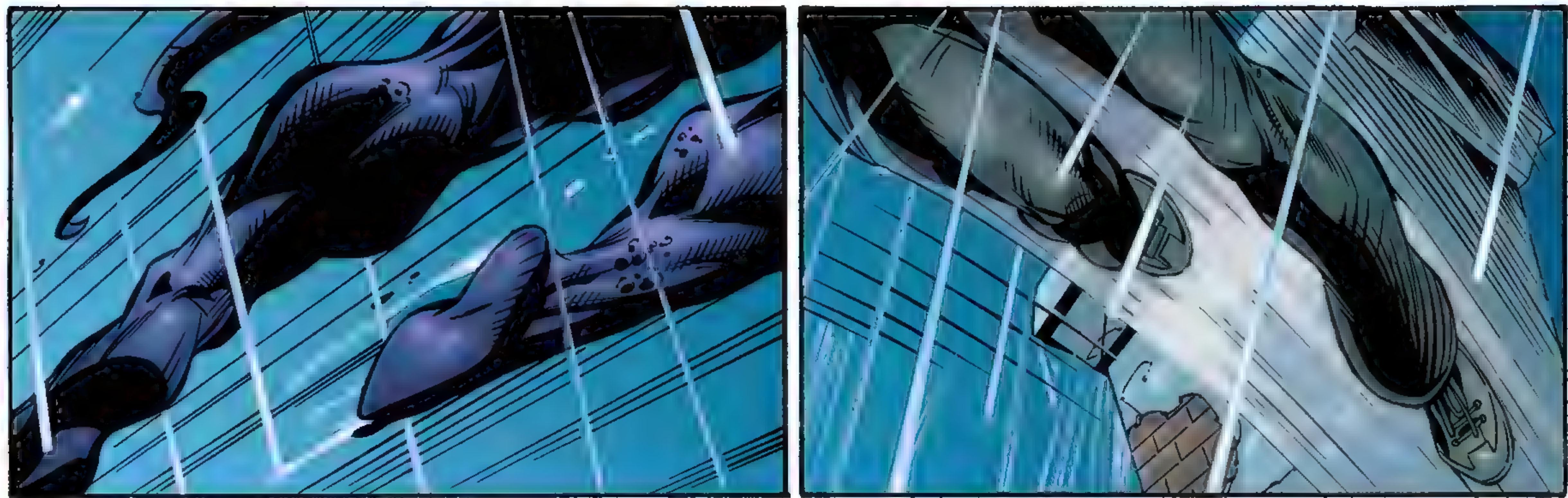
It's just imitating anything I do.

What? Does it have a biological memory? Or is it just feeding off Eddie's brain?

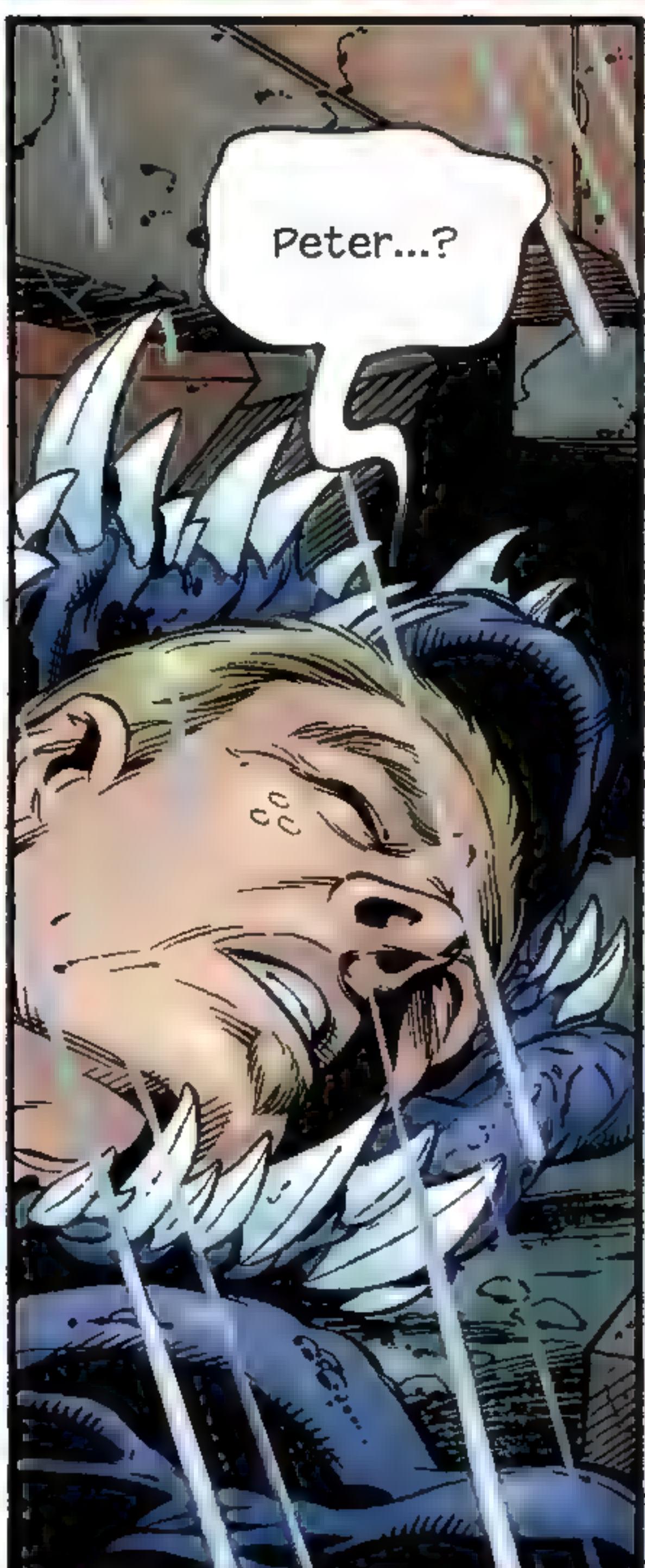
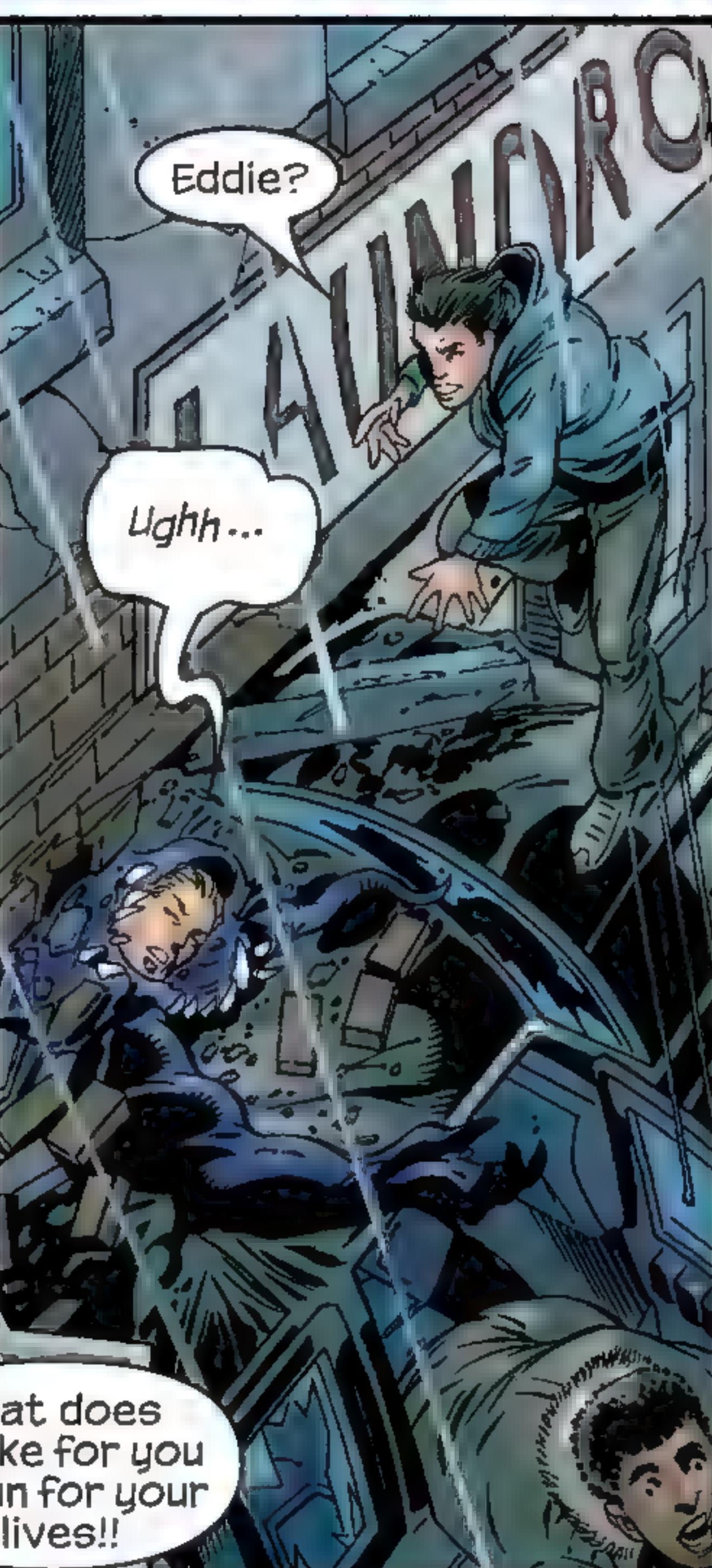
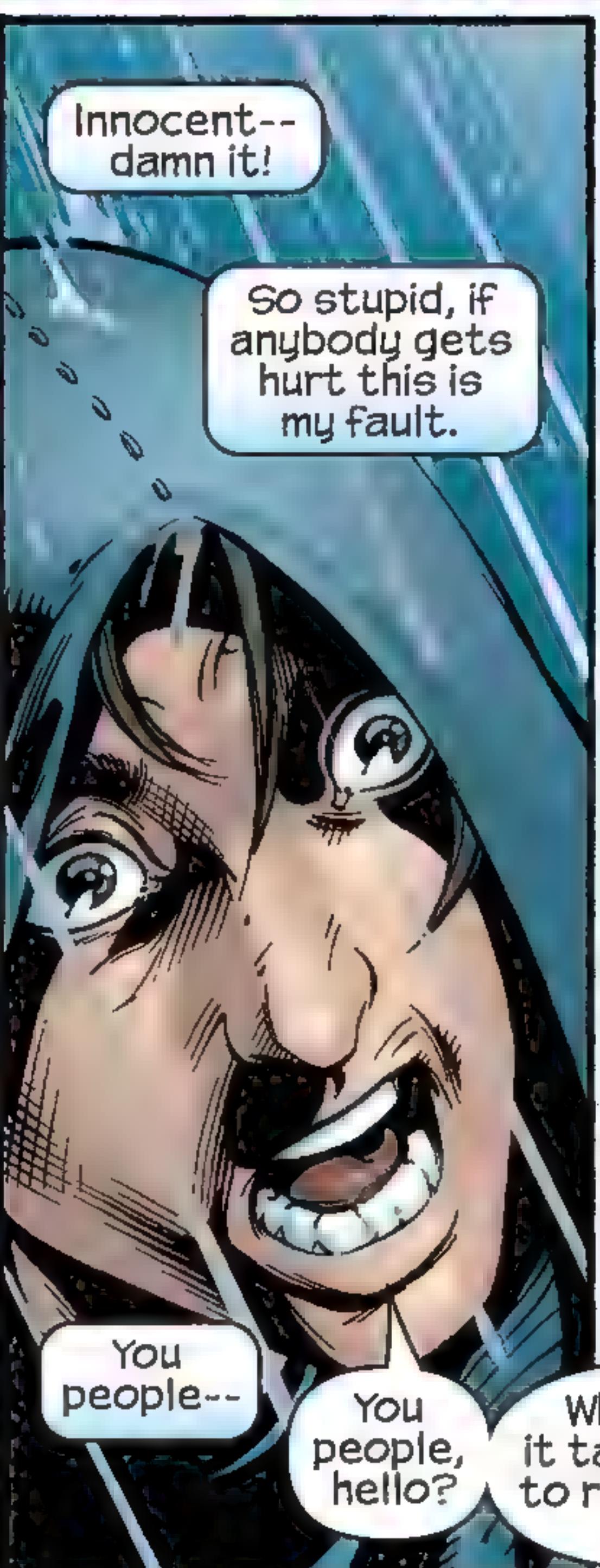
Or both?

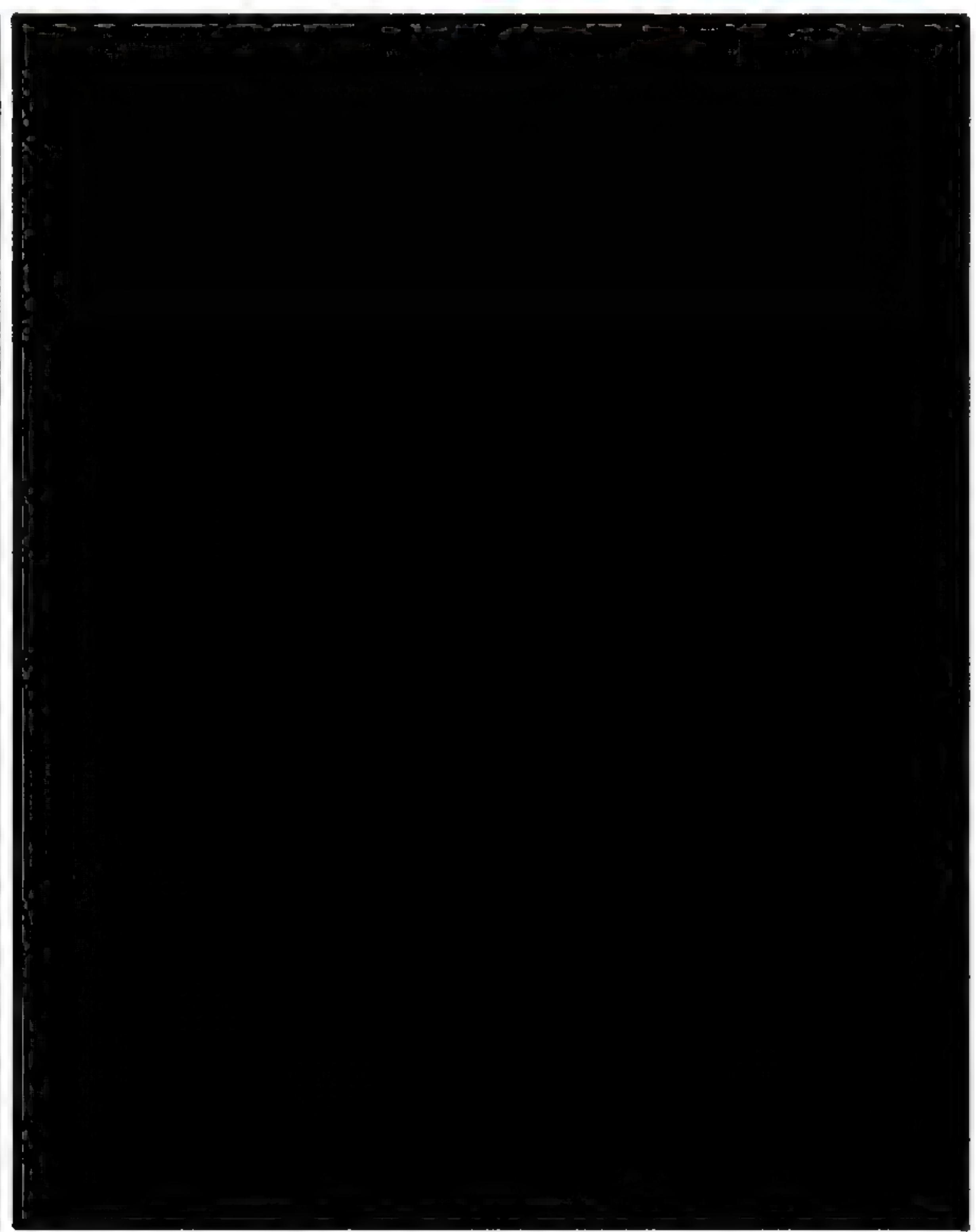
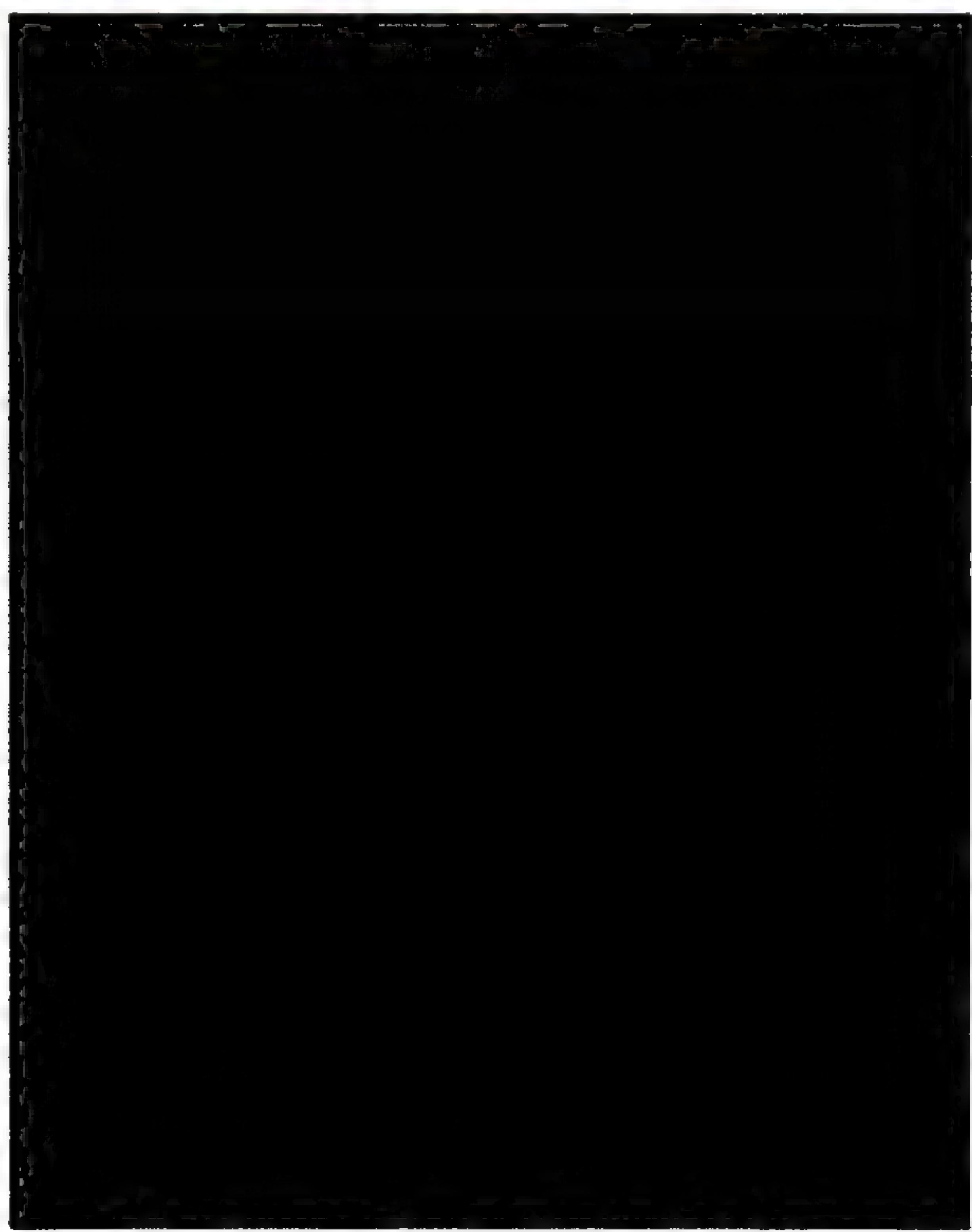
Or what?



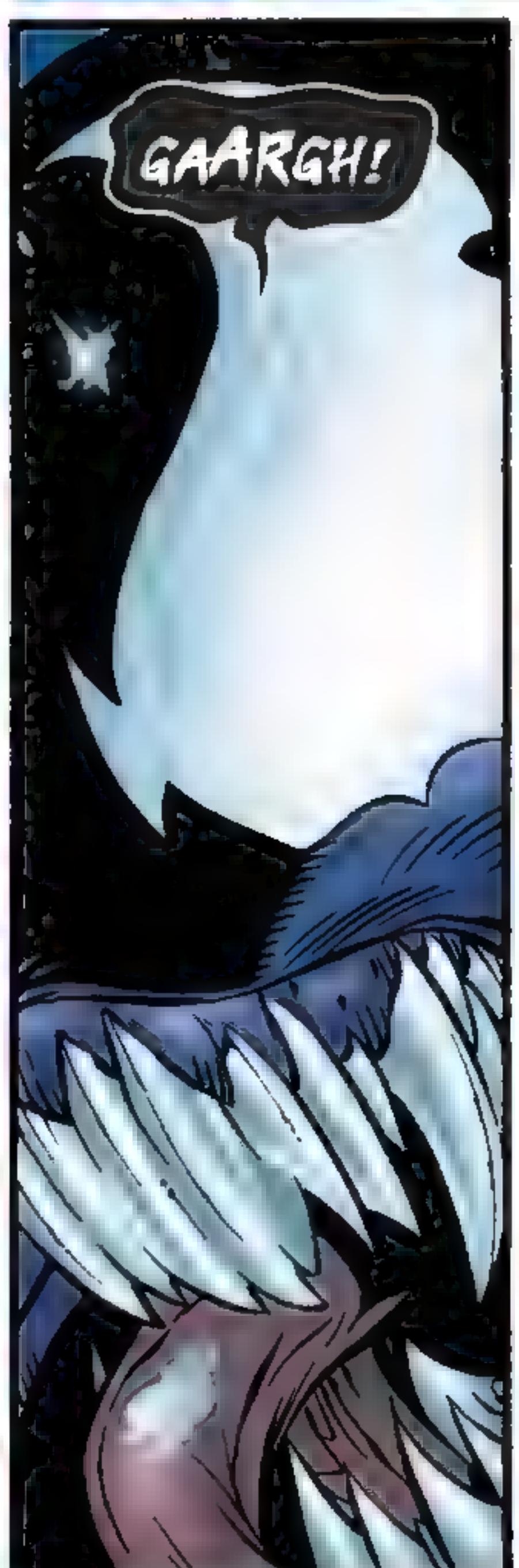
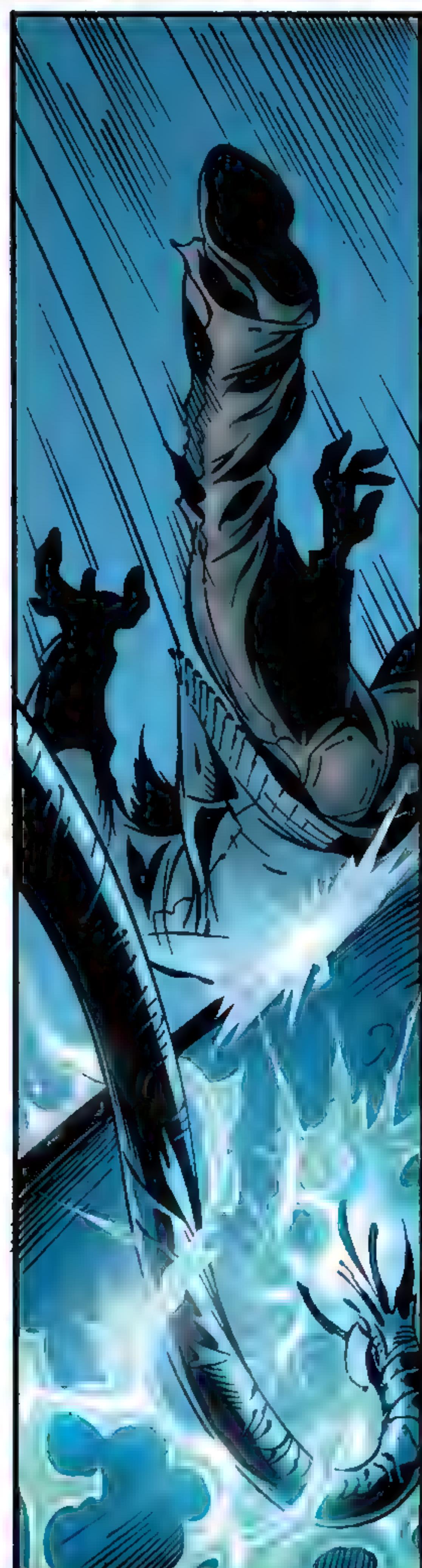




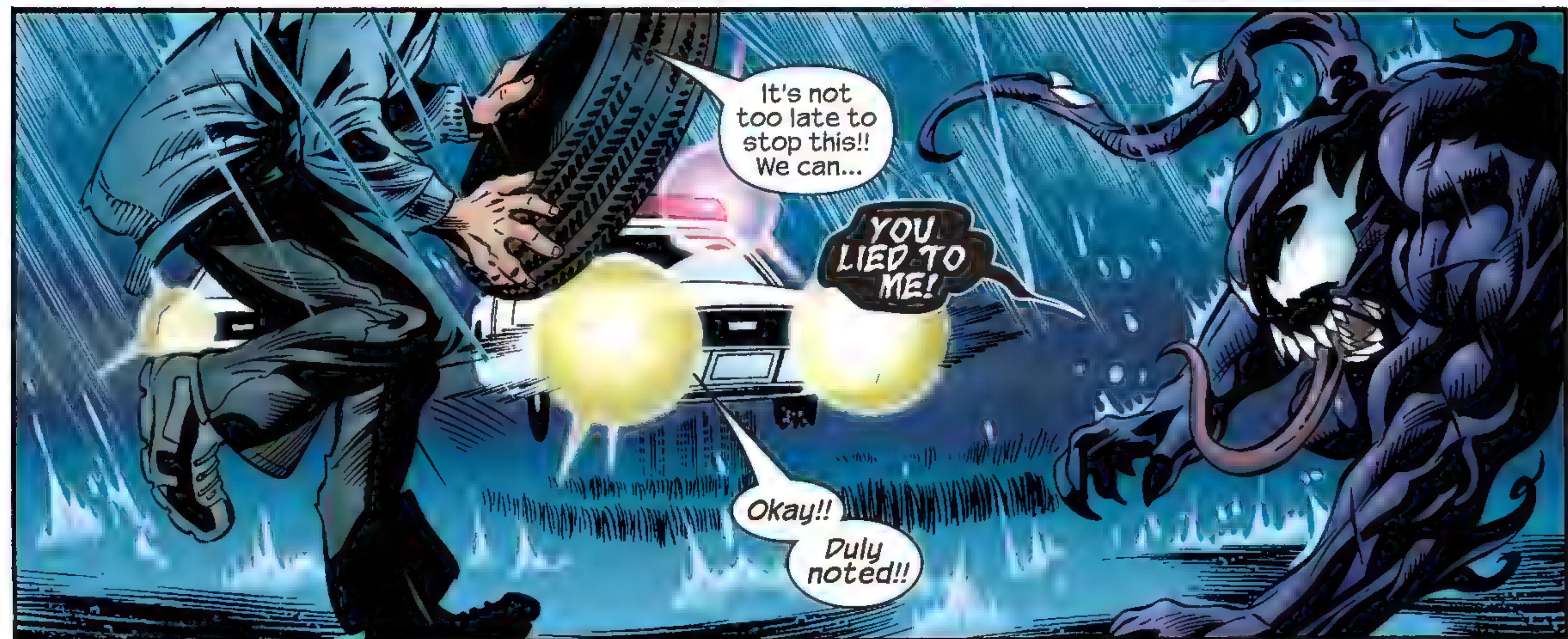








WHAMM!

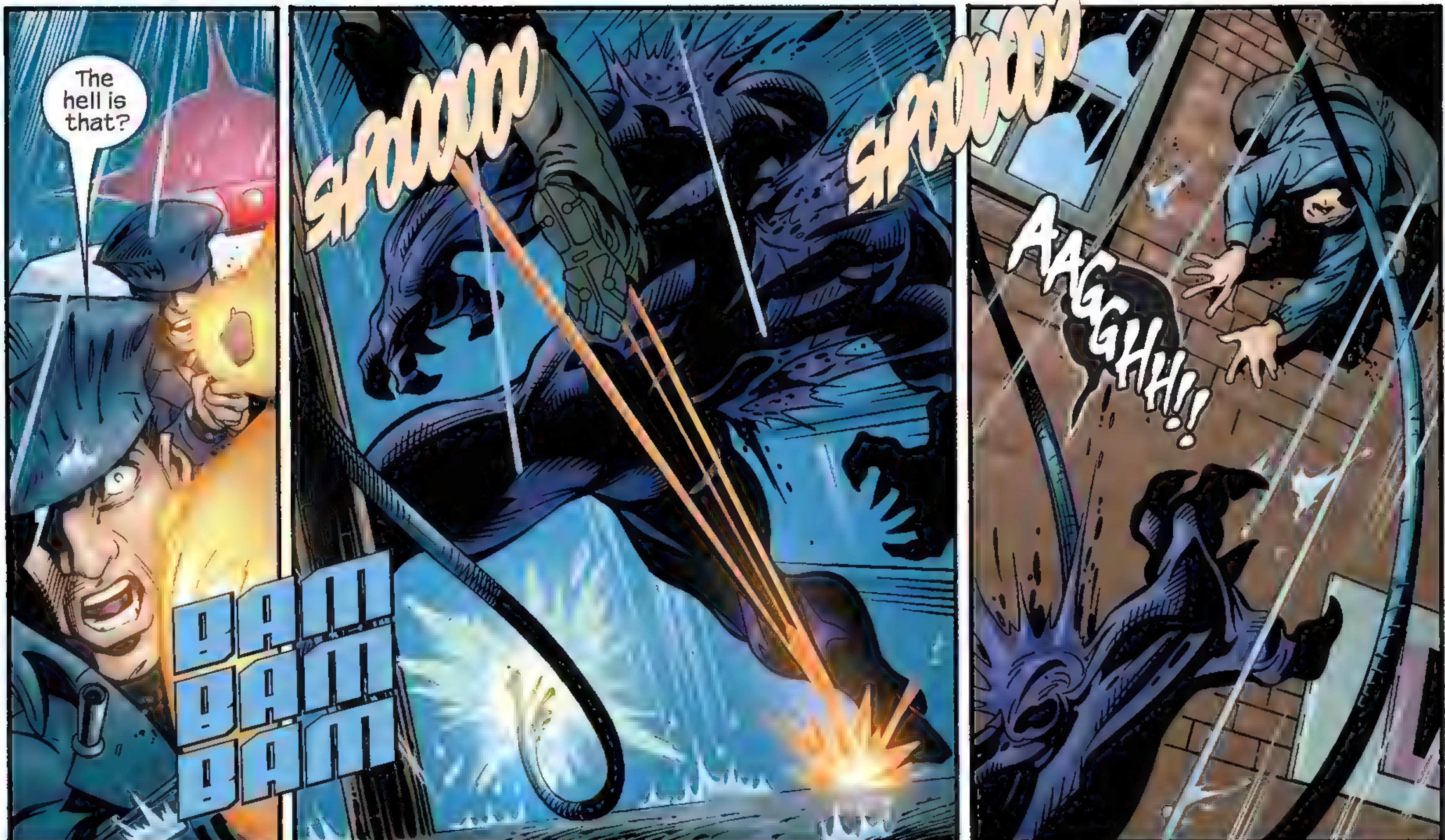


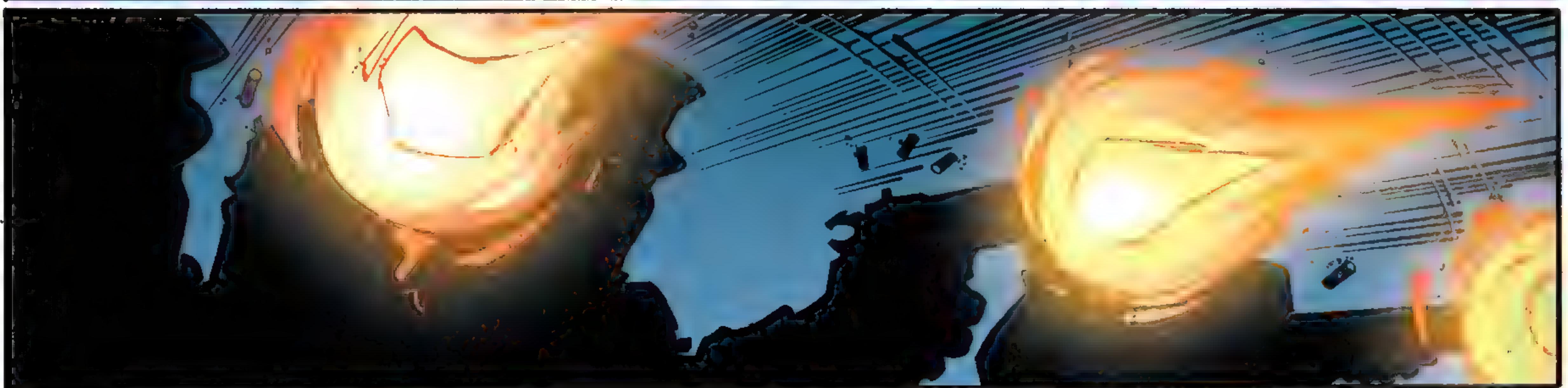
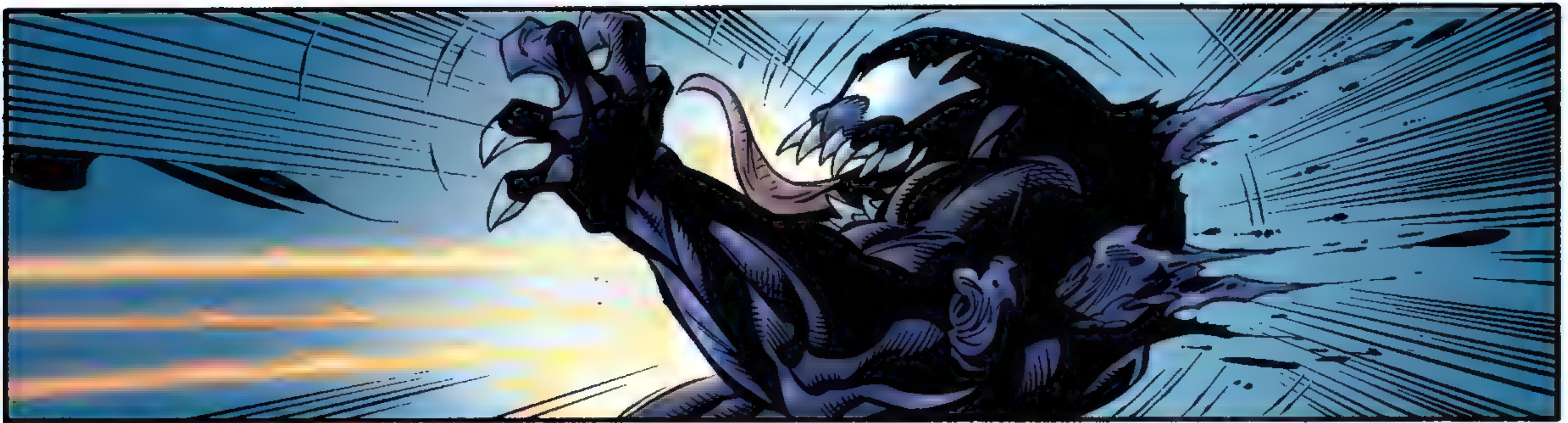
LIE ON THE GROUND WITH YOUR HANDS OVER YOUR HEAD!!

Both of you--  
on the ground--  
now!!

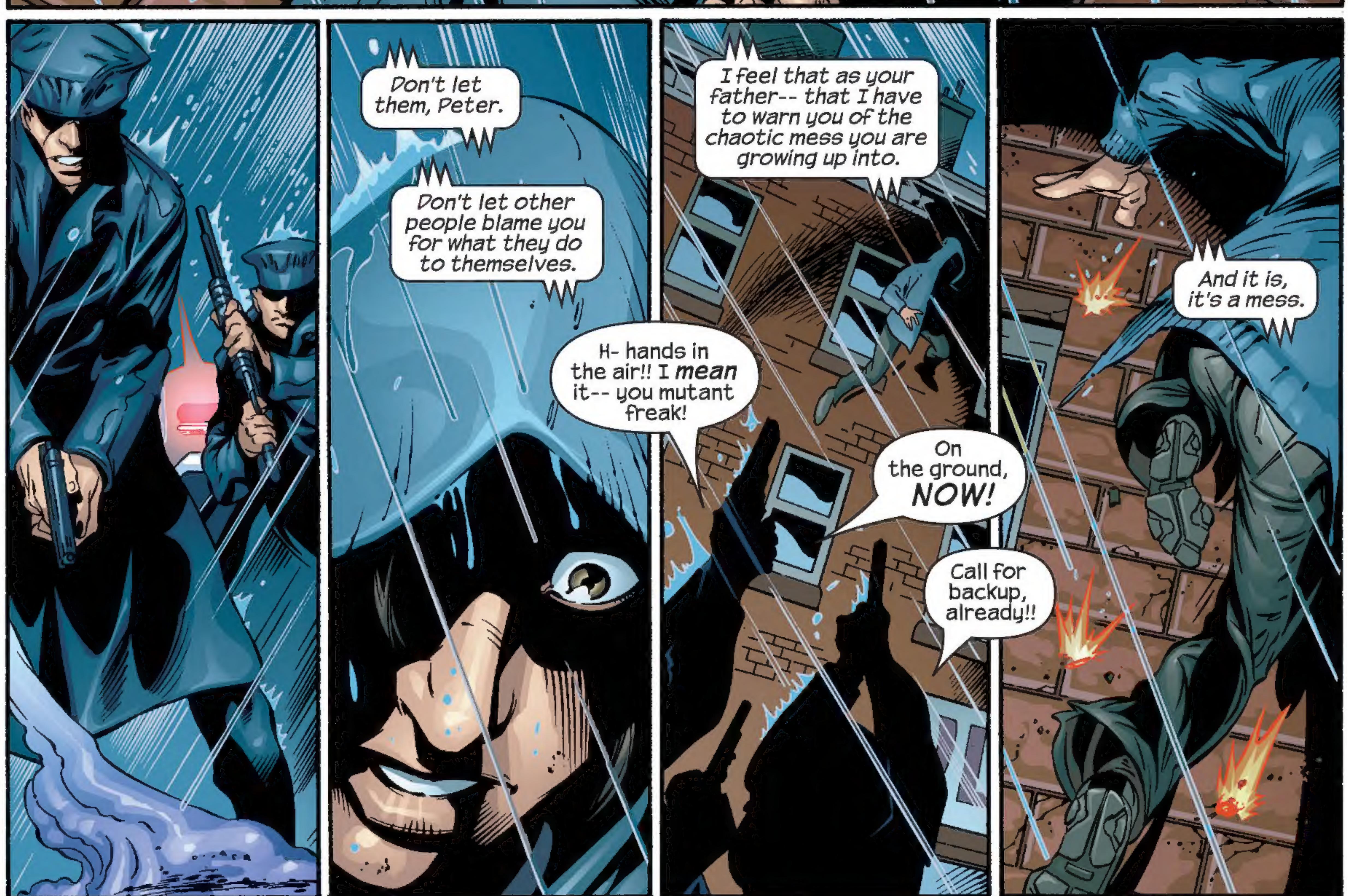
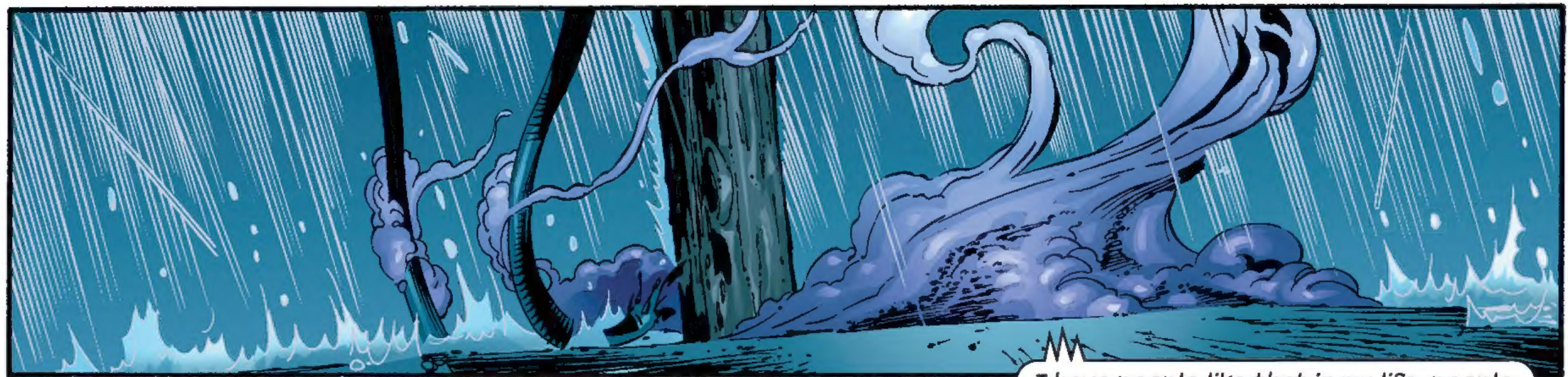
Just-- just  
hold on a  
second.

Listen,  
this is...













SOD OF UTTARD